

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re)	Chapter 11
)	
W.R. Grace & Co., <i>et al.</i> ,)	Case No. 01-01139 (JJF)
)	(Jointly Administered)
Debtors.)	Objection Deadline: November 28, 2001 at 4:00 pm
)	Hearing Date: TBD

NOTICE OF APPLICATION

TO: PARTIES ON ATTACHED SERVICE LIST

Bilzin Sumberg Dunn Baena Price & Axelrod LLP has filed its Second Interim Quarterly Fee Application Request for Approval and Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Asbestos Property Damage Claimants for the Period of July 1, 2001 through September 30, 2001.

You are required to file an objection or response to the attached application on or before November 28, 2001 at 4:00 pm.

At the same time, you must also serve a copy of the objection or response upon the persons on the attached service list.

HEARING ON THE MOTION WILL BE HELD AT A TIME TO BE DETERMINED.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: November 8, 2001

**BILZIN SUMBERG DUNN BAENA PRICE & AXELROD
LLP**

Counsel to the Official Committee of Asbestos Property
Damage Claimants

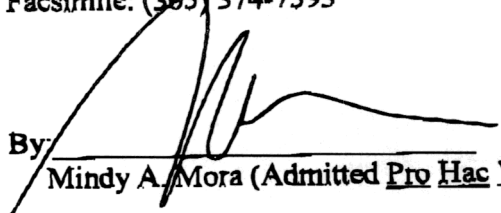
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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

)	Chapter 11
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W.R. Grace & Co., <i>et al.</i> ,)	Case No. 01-01139 (JJF)
)	(Jointly Administered)
Debtors.)	

**SECOND INTERIM QUARTERLY FEE APPLICATION REQUEST
OF BILZIN SUMBERG DUNN BAENA PRICE & AXELROD LLP FOR
APPROVAL AND ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF ASBESTOS PROPERTY DAMAGE CLAIMANTS
FOR THE PERIOD OF JULY 1, 2001 THROUGH SEPTEMBER 30, 2001**

Name of Applicant: Bilzin Sumberg Dunn Baena Price & Axelrod LLP

Authorized to provide professional services to: Official Committee of Asbestos Property Damage Claimants

Date of retention: April 9, 2001

Period for which compensation and reimbursement is sought: June 1, 2001 through September 30, 2001

Amount of compensation sought as actual reasonable and necessary: \$297,019.50

Amount of expense reimbursement sought as actual reasonable and necessary: \$183,000.14

This is an: ☒ interim final application

If this is not the first quarterly application filed, disclose the following for each prior application:

		Requested		Approved	
Date Filed	Period	Fees	Expenses	Fees	Expenses
8/6/01	4/12/01-6/30/01	\$389,683.75	\$43,268.05	Pending	Pending

Name of Professional Person	Position of Applicant	Number of years as an attorney	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Scott L. Baena	Partner	27	Bankruptcy	\$425.00	243.8	\$103,615.00
Mindy A. Mora	Partner	18	Bankruptcy	\$350.00	25.0	\$8,750.00
Robert W. Turken	Partner	21	Litigation	\$375.00	37.3	\$13,987.50
Sherill M. Colombo	Partner	9	Litigation	\$275.00	12.3	\$3,382.50
Eileen Ball Mehta	Partner	24	Land Use	\$350.00	34.7	\$12,145.00
Alvin D. Lodish	Partner	25	Litigation	\$350.00	9.3	\$3,255.00
Allyn S. Danzeisen	Associate	4	Litigation	\$200.00	210.0	\$42,000.00
Elena Marquez	Associate	6	Bankruptcy	\$240.00	1.6	\$384.00
Jason Z. Jones	Associate	2	Bankruptcy	\$170.00	8.9	\$1,513.00
Kevin S. Neiman	Associate	5	Bankruptcy	\$225.00	10.3	\$2,317.50
Jay M. Sakalo	Associate	3	Bankruptcy	\$225.00	292.9	\$65,902.50
Marina I. Luybimova	Law Clerk		Lit/Bankruptcy	\$140.00	82.8	\$11,592.00
Dylan T. Reingold	Law Clerk		Lit/Bankruptcy	\$140.00	26.5	\$3,710.00
Miguel A. Fernandez	Law Clerk		Lit/Bankruptcy	\$140.00	78.15	\$10,941.00
Mandana Dashtaki	Law Clerk		Lit/Bankruptcy	\$140.00	25.5	\$3,570.00
Joseph A. Mesa	Law Clerk		Lit/Bankruptcy	\$140.00	20.8	\$2,912.00
Luisa M. Flores	Paralegal		Bankruptcy	\$100.00	45.3	\$4,530.00
Armando Guerra	Paralegal		Bankruptcy	\$100.00	56.6	\$5,660.00
Jose L. Heredia	Paralegal		Bankruptcy	\$100.00	6.2	\$620.00
Total:					1,227.95	\$300,787.00
LESS 50% TRAVEL DISCOUNT -						\$3,767.50
GRAND TOTAL -						\$297,019.50
Blended Rate:						\$244.95

COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TOTAL HOURS	TOTAL FEES
Case Administration	166.2	\$42,126.50
Debtors' Business Operations	7.4	\$1,765.00
DIP Financing	.8	\$180.00
Creditors' Committee	94.1	\$27,251.50
Retention of Professionals	30.7	\$7,493.00
Court Appearances	1.8	\$765.00
Asset Dispositions	14.2	\$3,195.00
Fec Applications	144.4	\$23,010.50
Travel	25.3	\$7,535.00
Fraudulent Transfer Litigation	28.3	\$9,592.50
Litigation Consulting	714.75	\$177,873.00
Total	1,227.95	\$300,787.00
Less Discount 50% Travel Time		\$3,767.50
Grand Total		\$297,019.50

EXPENSE SUMMARY

1.	Filing Fees		None
2.	Lodging		\$2,104.16
3.	Witness Fees		None
4.	Archival Retrieval Services		\$14.60
5.	Messenger Searches		\$97.50
6.	Photocopies		\$6,323.60
	(a) In-house copies @ .15	\$6,323.60	
	(b) Outside copies (at cost)		
7.	Postage		\$89.38
8.	Overnight Delivery Charges		\$1,498.51
9.	Long Distance Telephone Charges		\$5,292.36
10.	Telecopies		\$3,640.00
11.	Computerized Research		
12.	Travel Expenses		\$112.00
13.	Other (Not specifically disallowed; must specify and justify)		\$163,828.03
	(a) Committee Meeting Costs	\$2,490.38	
	(b) Meals	\$372.32	
	(c) Parking & Mileage	\$433.00	
	(d) Pacer online/Westlaw	\$7,435.61	
	(e) Staff Overtime	\$480.62	
	(f) Expert Fees and Costs	\$147,439.43	
	(f) Airfare	\$5,176.67	
TOTAL "GROSS" AMOUNT OF REQUESTED DISBURSEMENT			\$183,000.14

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)	(Jointly Administered)
Debtors.)	Objection Deadline: November 28, 2001 at 4:00 pm
)	Hearing Date: TBD

**SECOND INTERIM QUARTERLY FEE APPLICATION
REQUEST OF BILZIN SUMBERG DUNN BAENA PRICE &
AXELROD LLP FOR APPROVAL AND ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE OFFICIAL COMMITTEE OF ASBESTOS PROPERTY DAMAGE
CLAIMANTS FOR THE PERIOD OF JULY 1, 2001 THROUGH SEPTEMBER 30, 2001**

Bilzin Sumberg Dunn Baena Price & Axelrod LLP (the "Applicant"), counsel to the Official Committee of Asbestos Property Damage Claimants ("PD Committee") of the above-captioned debtors (the "Debtors") in this Court, hereby submits its second interim quarterly fee application request (the "Request") pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with the Administrative Fee Order (defined below) for approval and allowance of compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents as follows:

I. Introduction

1. Applicant, as counsel to the PD Committee, seeks (i) approval and allowance, pursuant to Section 331 of the Bankruptcy Code of compensation for the professional services rendered by Applicant as counsel for the PD Committee from July 1, 2001 through September 30, 2001 ("Second Interim Quarterly Fee Period") in the aggregate amount of \$297,019.50 representing 1,227.95 hours of professional services and (ii) reimbursement of actual and necessary expenses incurred by the Applicant during the Second Interim Quarterly Fee Period in connection with the rendition of such professional services in the aggregate amount of \$183,000.14.

2. This Court has jurisdiction over this application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

II. Background

3. On April 2, 2001, each of the Debtors filed voluntary petitions for reorganization under Chapter 11 of the Bankruptcy Code. The Debtors continue to operate its business and manage their properties as a debtor-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors' Chapter 11 cases have been procedurally consolidated and are being jointly administered. No trustee or examiner has been appointed in this case.

4. On April 12, 2001, the United States Trustee formed the PD Committee. Thereafter, the PD Committee approved the retention of Applicant as its counsel.

5. By order dated June 21, 2001 (the "Retention Order"), the Court authorized the PD Committee to retain the Applicant nunc pro tunc to April 9, 2001, pursuant to 1 U.S.C. §§ 1103 and 328, on a general retainer basis, to represent the PD Committee in the Consolidated Cases. The Retention Order conditioned the Applicant's compensation on approval by this Court.

6. This is the second interim quarterly fee application request that the Applicant has filed with the Court for an allowance of compensation and reimbursement of expenses for services rendered to the PD Committee. This application is submitted pursuant to the terms of the Administrative Order Under §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members approved by the Court on May 3, 2001 ("the Administrative Fee Order"). Previously, in accordance with the Administrative Fee Order, the Applicant has filed with the Court two Fee Applications that are the subject of this Request, which are summarized as follows:

Date Filed	Period Covered	Fees Requested	Expenses Requested	Objections
9/25/01	7/1/01 - 8/31/01	\$247,980.00	\$176,063.29	NONE
10/29/01	9/1/01 - 9/30/01	\$49,039.50	\$6,936.85	PENDING
Totals	7/1/01 - 9/30/01	\$297,019.50	\$183,000.14	

Applicant has received payment and promise for payment from any source for services rendered in connection with these. There is no agreement or understanding between Applicant and any other person for the sharing of compensation to be received hereafter.

As stated in the Affidavit of Mindy A. Mora, Esquire, attached hereto as Exhibit A, all of the services for which compensation is sought herein were rendered for and on behalf of the PD Committee solely in connection with these cases.

III. Summary of Services Rendered

In accordance with Local Rule 6-1 dated December 2, 1996 and the Administrative Order, and to assist the Court, the debtors, the Trustee and other parties in interest evaluating this Request, the primary services performed by Applicant during the second Interim Quarterly Fee Period are set forth in the Summary attached hereto as Exhibit B.

The summary reflects certain services of major importance which required the special attention and skill of Applicant. Applicant provided services throughout the Second Interim Quarterly Fee Period and has been valuable to the PD Committee in providing advice and counsel.

2. In accordance with the Administrative Fee Order and the Local Rules, a summary sheet of the attorneys and their corresponding fees, year of admission, hourly rates and the number of hours incurred by each is set forth in Attachment B. The hourly rates reflect what Applicant generally charges its other clients for similar services. An itemization including identification of services performed by the attorney, sorted by date and time keeper, is attached hereto as Exhibit C, which also contains a statement of Applicant disbursements, necessarily incurred in the performance of Applicant's duties as counsel to the PD Committee.

Applicant has worked closely with the PD Committee local counsel Perry & Joseph, P.A. to avoid unnecessary duplication of services.

IV. Conclusion

Applicant has necessarily and properly expended 22.95 hours of services in the performance of its duties as counsel to the PD Committee during the Second Interim Quarterly

fee and such services have fair market value of \$29.50. The work involved and thus the time expended, as carefully judged in light of the expertise required for each particular task.

In addition, Applicant incurred actual out-of-pocket expenses in connection with the rendition of service to the PD Committee the sum of \$3,000 for which respectful requests reimbursement in full.

Applicant charges \$50 per page for house photocopying services. Applicant charges the actual cost from the vendor for out-sourced photocopying and document retrieval, and computerized legal research. Applicant charges \$50 per page for out-going facsimile transmissions, and does not charge for incoming facsimiles.

Applicant has reviewed the requirements set forth in Local Rule 6-2 and believes that this application for interim compensation complies therewith.

Applicant has made prior application to this and any other Court for the relief sought herein.

Pursuant to Local Rule 6-2, Applicant has reduced the compensation amount representing 50% of the amount of travel time billed at the hourly rate.
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WHEREFORE Applicant respectfully requests pursuant to the Administrative Fee Order: a) the approval and allowance, pursuant to section 331 of the Bankruptcy Code of compensation for professional services rendered to the PD Committee during the Second Interim Quarterly Fee Period of July 1, 2001 through September 30, 2001 in the amount of \$297,019.50, b) the approval and allowance of Applicant's out-of-pocket expenses incurred in connection with the rendition of such services during the Second Interim Quarterly Fee Period of July 1, 2001 through September 30, 2001 in the amount of \$183,000.14; and c) such other relief as the Court deems just.

Dated: November 8, 2001

**BILZIN SUMBERG DUNN BAENA PRICE &
AXELROD LLP**
Counsel to the Official Committee of Asbestos Property
Damage Claimants
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Telephone: (305) 374-7580
Facsimile: (305) 374-7593

By: 

Mindy A. Mora (Admitted Pro Hac Vice)

In re)	Chapter 11
)	
W.R. Grace & Co., <i>et al.</i> ,)	Case No. 01-01139 (JJF)
)	(Jointly Administered)
Debtors.)	

**ORDER APPROVING AND ALLOWING SECOND
INTERIM QUARTERLY FEE APPLICATION REQUEST OF BILZIN SUMBERG
DUNN BAENA PRICE & AXELROD LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF ASBESTOS PROPERTY DAMAGE CLAIMANTS FOR
THE PERIOD OF JULY 1, 2001 THROUGH SEPTEMBER 30, 2001**

AND NOW, to wit this ____ day of _____, 2001, the Court having heard the Second Interim Quarterly Fee Application Request of Bilzin Sumberg Dunn Baena Price & Axelrod LLP for Approval and Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Asbestos Property Damage Claimants for the Period of July 1, 2001 through September 30, 2001, and the Court having found that the relief sought therein is reasonable and necessary, IT IS HEREBY ORDERED as follows:

1. The Request is GRANTED
2. The Court approves and allows the legal fees of Bilzin Sumberg Dunn Baena Price & Axelrod LLP in the amount of \$297,019.50 and expenses in the amount of \$183,000.14

UNITED STATES DISTRICT COURT JUDGE